

**BOULT
CUMMINGS
CONNERS
& BERRY** PLC

REC'D TN
REGULATORY AUTH.

LAW OFFICES
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POST OFFICE BOX 198062
NASHVILLE, TENNESSEE 37219

09 JUN 10 PM 4 27

EXECUTIVE SECRETARY
TELEPHONE (615) 244-2582
FAX (615) 252-2380
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Michael B. Bressman
(615) 252-2399
Fax: (615) 252-6399
Email: mbressma@bccb.com

June 10, 1999

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Application of Aeneas Communications, LLC for a Certificate of Public Convenience and Necessity as a Competing Telecommunications Service Provider, TRA Docket No. 99-00415

Dear Mr. Waddell:

Enclosed for filing please find the original plus 13 copies of Aeneas Communications, LLC's ("Aeneas") CLEC application. Also enclosed is our check in the amount of \$25.00 to cover the filing fees. Copies have been served on interested parties.

Pursuant to TRA Rule 1220-1-1-.03(8), we are filing Exhibit 2 in a sealed envelope. This exhibit contains confidential and proprietary financial information of Aeneas Internet Services, LLC, Aeneas's financial backer. Aeneas requests on its behalf, and on behalf of Aeneas Internet Services, LLC, that this financial information not be disclosed to the public or to any of their competitors.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC



Michael B. Bressman

Enclosures

cc: Interested Parties


CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing has been served on the following persons via U.S. mail this 10th day of June, 1999:

Guy M. Hicks
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

T. G. Pappas, Esq.
Bass, Berry & Sims
2700 First American Center
313 Deaderick Street
Nashville, Tennessee 37238-2700

James B. Wright, Esq.
United Telephone-Southeast, Inc.
14111 Capital Boulevard
Wake Forest, NC 27587-5900



Michael B. Bressman

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

NASHVILLE, TENNESSEE

REC'D TN
REGULATORY AUTH.

'99 JUN 10 PM 4 27

OFFICE OF THE
EXECUTIVE SECRETARY

Application of Aeneas Communications, LLC for a)
Certificate of Public Convenience and Necessity)
as a Competing Telecommunications Service Provider)

TRA Docket No. 99- 00415

APPLICATION OF AENEAS COMMUNICATIONS, LLC

Pursuant to T.C.A. § 65-4-201 et seq., Aeneas Communications, LLC ("Aeneas" or "Applicant") hereby applies for a certificate of public convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee. Aeneas, a Jackson, Tennessee- based company, intends to provide telecommunications services, including, but not limited to, local exchange, exchange access, and interexchange services, on a resale and facilities-based basis throughout the State of Tennessee. Granting Aeneas's application will promote the public interest. Although Aeneas intends to offer innovative and technologically-advanced services to customers throughout the state, it is particularly interested in serving customers in West Tennessee and in small and regional areas that have not been well-served. Therefore, Aeneas respectfully requests that the Tennessee Regulatory Authority ("TRA") grant Aeneas statewide authority to operate as a competing telecommunications service provider.

In support of its Application, Aeneas provides the following information:

I. Names and Addresses

The name and physical address of the Applicant is:

Aeneas Communications, LLC
301 South Church Street
Jackson, Tennessee 38031
Tel: (901) 425-9200
Fax: (901) 423-4440

Correspondence or communications pertaining to this Application should be directed to
Applicant's attorneys of record:

Henry Walker
Michael B. Bressman
Boult, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
P. O. Box 198062
Nashville, TN 37219
Tel: (615) 244-2582
Fax: (615) 252-6380

and for ongoing operations of the company:

C. Jerome Teel, Jr.
Patey, Teel & McCormack, P.L.C.
14 Weatherford Square
P.O. Box 3844
Jackson, Tennessee 38303-3844
Tel: (901) 660-7777
Fax: (901) 664-7057

Aeneas is a limited liability company organized under the laws of the State of Tennessee.

Attached as Exhibit 1 is a copy of Aeneas's Articles of Organization.

II. Qualifications

T.C.A. § 65-4-201 requires an applicant for a certificate of public convenience and necessity to show that it possesses sufficient managerial, financial, and technical abilities to provide the applied-for services. Aeneas satisfies each of these requirements.

A. Financial Ability

Aeneas is financially qualified to provide facilities-based and resold telecommunications services in Tennessee. Aeneas is a newly-formed, privately-held company. Aeneas has available to it through Aeneas Internet Services, LLC ("Aeneas Internet"), an Internet service provider founded and owned by Aeneas's principals, significant cash reserves that will provide adequate funding to build Aeneas's business with security and on a sound financial basis. Aeneas Internet was founded in 1995 and maintains a positive monthly cash flow. Aeneas Internet has grown in a controlled manner, with monthly revenues covering monthly expenses. Last year, the Jackson Chamber of Commerce awarded Aeneas Internet its Emerging Business Pinnacle Award for a company less than five years old that had distinguished itself in growth, customer excellence, employee satisfaction, and community involvement. It is this successful background and business growth philosophy that will support Aeneas's growth.

Aeneas also has access to lines of credit from commercial lending institutions. In addition, like Aeneas Internet, Aeneas intends to expand its business only as cash flow permits. After approval from the TRA, Aeneas intends to purchase a class 4 switch through capital leasing of equipment. Attached as Exhibit 2 is a brief description of the available funding and copies of Aeneas Internet Services, LLC's recent balance sheet and income statement. Because both Aeneas and Aeneas Internet are privately-held companies and the information contained in Exhibit 2 is

confidential and proprietary financial information, this exhibit is being filed under seal pursuant to TRA Rule 1220-1-1-.03(8).

B. Managerial Ability

Aeneas possesses the managerial qualifications to provide telecommunications services in Tennessee. As described in the biographical information attached as Exhibit 3, Aeneas's senior management team has extensive management experience in the telecommunications and Internet industries.

C. Technical Ability

Aeneas possesses the technical qualifications to provide data and voice telecommunications services in Tennessee. As described in Exhibit 3, Mr. Donald Lewis, Aeneas's Chief Technical Officer, has nearly thirty years of technical, engineering, design, and maintenance experience in the telecommunications industry. He has worked with and helped deployed both voice and data switching networks. Moreover, Mr. Thomas Brewer, Aeneas's Vice President of Operations, has numerous years of experience with BellSouth in technical and maintenance capacities.

Aeneas's principals and employees also have gained telecommunications experience as agents for BellSouth Telecommunications. Specifically, Aeneas Internet has been provisioning and managing a full range of telephony service for BellSouth since 1997. Aeneas Internet ranked as one of the top twenty sales agents for BellSouth in Tennessee in 1998. Management and the staff of Aeneas Internet, a number of whom who will be joining Aeneas or supporting Aeneas's operations, have received training from BellSouth in Access Circuit Provisioning, ISDN, Connectionless Data Service, Frame Relay Services, and Interconnection Access Services. This training occurred under the auspices of BellSouth's CLEC Customer Agent Certification Program. Aeneas also intends to hire additional technical and telecommunications operations staff as needed.

Aeneas's network, as described below, will use state-of-the-art equipment to deploy its data and voice services.

III. Service Offerings

Aeneas seeks authority to provide interexchange, exchange access and local exchange data and voice telecommunications services throughout the State of Tennessee on both a facilities-based and resale basis. Aeneas's services will be available twenty-four hours a day, seven days a week.

Aeneas intends to offer both voice and data services on a facilities-based and resale basis. It will offer single and multi-line residential and small business analog and ISDN services. In addition, Aeneas will offer traditional voice services, branded long distance, primary rate interfaces ("PRI"), T1 voice and data products, and eventually xDSL services. To deploy these services, Aeneas intends to resell the services of other carriers, purchase network elements, and install its own facilities and equipment. For example, Aeneas intends to install state-of-the-art class 4 end office switches in high growth areas as its customer base grows. Aeneas also plans to install routers, DSLAMs, and splitters. Aeneas intends to offer its local and long distance services to residential customers, businesses, non-profits, Internet service providers, and governmental entities.

Aeneas, upon certification and before offering facilities-based services to the public, will file its initial tariff with the TRA setting forth the rates, charges, and regulations for its services.

IV. Public Interest and Necessity

The grant of a certificate of public convenience and necessity to Aeneas to provide data and voice telecommunications services within Tennessee will benefit the public. Aeneas will offer technologically advanced services that will help increase competition, expand consumer choice,

lower prices, and increase development of innovative products. More important, as noted, Aeneas, which is based in Jackson, Tennessee, intends to offer these services throughout the state, with a focus on consumers in West Tennessee, smaller cities, and rural locations (to the extent permitted by law) -- areas that have not to date seen the full benefits of telecommunications competition. By providing advanced telecommunications services to such areas, Aeneas will help stimulate economic development in these areas. The foregoing demonstrates that Aeneas's Application is in the public interest.

V. Miscellaneous

A. Small and Minority-Owned Telecommunications Business Participation Plan

Aeneas has attached, as Exhibit 4, its small and minority-owned telecommunications business participation plan in compliance with T.C.A. § 65-5-212.

B. Year 2000 Compliance

Aeneas has attached, as Exhibit 5, its Year 2000 Readiness Disclosure.

C. Rural Telcos and Telephone Cooperatives

Unless otherwise permitted by federal or state law, Aeneas does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. Aeneas also does not plan to provide service in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Aeneas reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

D. Authority in Other States

Aeneas does not have authority to provide telecommunications services in any other state.

Aeneas has not been denied authority in any other state.

E. Maintenance Information

Tom Brewer, Aeneas's Vice President of Operations, is knowledgeable about Aeneas's operations. Mr. Brewer will possess ultimate responsibility for monitoring and overseeing the Applicant's maintenance and repair systems. He may be contacted at 901-425-9200. In addition, for billing and customer service issues, customers may contact Donna Bogue, Customer Accounts Manager at 901-425-9207. Correspondence to either Mr. Brewer or Ms. Bogue may be sent to:

Aeneas Communications, LLC
301 South Church Street
Jackson, Tennessee 38031

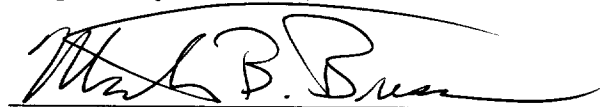
F. Policies, Rules, and Orders

Aeneas will comply with all applicable statutes, rules and orders concerning the provision of telecommunications services in Tennessee.

CONCLUSION

Aeneas Communications, LLC respectfully requests that the TRA (1) grant Aeneas a certificate of public convenience and necessity as a competing telecommunications service provider to provide data and voice local exchange, exchange access, and interexchange telecommunications services throughout Tennessee on a facilities-based and resale basis and (2) grant such other relief the TRA deems necessary and proper.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael B. Bressman", written over a horizontal line.

Henry Walker
Michael B. Bressman
Boult, Cummings, Conners & Berry, PLC
414 Union Street, Suite 1600
P. O. Box 198062
Nashville, TN 37219
Tel: (615) 244-2582

Counsel for Aeneas Communications, LLC

Dated: June 10, 1999

EXHIBITS

Exhibit 1	Articles of Organization
Exhibit 2	Financial Statements
Exhibit 3	Management Biographies
Exhibit 4	Small and Minority-Owned Telecommunications Business Participation Plan
Exhibit 5	Year 2000 Readiness Disclosure

Exhibit 1

Articles of Organization

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 04/15/99

REQUEST NUMBER: 3568-17473

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 04/12/99 0854

EFFECTIVE DATE/TIME: 04/12/99 0854

CONTROL NUMBER: 0369265

TO:
PATRY TIEHL & MCCORMACK, P.L.L.C.
PO BOX 3844

JACKSON, TN 38303-3844

RE:
AENKAE COMMUNICATIONS, LLC
ARTICLES OF ORGANIZATION -
LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF ORGANIZATION -
LIMITED LIABILITY COMPANY

ON DATE: 04/12/99

FROM:
PATRY, TIEHL & MCCORMACK, P.L.L.C.
1419-A N. HIGHLAND
P. O. BOX 3844
JACKSON, TN 38303-3844

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 0000248239
ACCOUNT NUMBER: 00209556



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

ARTICLES OF ORGANIZATION
OF
AENEAS COMMUNICATIONS, LLC

A TENNESSEE LIMITED LIABILITY COMPANY

The undersigned acting as organizer of a Limited Liability Company under the provisions of the Tennessee Limited Liability Company Act, §48-201-101 et seq., adopt the following Articles of Organization:

1. The name of the Limited Liability Company is: AENEAS COMMUNICATIONS, LLC
2. The name and address of the Limited Liability Company's initial registered office in Tennessee is:

<u>Mailing Address</u> AENEAS COMMUNICATIONS, LLC 301 S. Church Street Jackson, TN 38301 Madison County	<u>Initial Registered Agent</u> Jonathan V. Harlan
---	---
3. The name of the organizer is: C. Jerome Teel, Jr.
14 Weatherford Sq.
Jackson, TN 38305
4. At the date and time of formation there are two (2) or more members.
5. The Limited Liability Company will be Member Managed.
6. The number of members at the date of filing is two (2).
7. The complete address of the Limited Liability Company's principal office is:
301 S. Church Street
Jackson, TN 38301
Madison County, TN
8. A member may be expelled at any time by consent of a majority in interest of all the members at the time of such expulsion, inclusive of the voting power of the member whose expulsion is sought.
9. No member or party to a contribution agreement or a contribution allowance agreement shall have preemptive rights.
10. Pursuant to T.C.A. § 48-245-101 (b)(1), this LLC shall not be dissolved and shall not be required to be wound up by reason of any event that terminates the continued membership of a member if there are at least two (2) remaining members and the existence and business of the LLC is continued by the consent of a majority in interest of the remaining members.

4-7-99
DATE

C. Jerome Teel, Jr.
C. JEROME TEEL, JR.

Exhibit 2

Financial Statements

The financial statements contain confidential and proprietary information and are being filed under separate cover.

Exhibit 3

Management Biographies

JONATHAN V. HARLAN

Jonathan Harlan is a principal of Aeneas Communications, LLC and serves as its Chief Managing Officer. Mr. Harlan has four years of experience in the field of telecommunications with a focus on sales and marketing, business administration, facilities management and customer support, and with a special emphasis on data networks.

In 1995, Mr. Harlan founded Aeneas Internet Services, LLC, an Internet service provider based in Jackson, Tennessee. Since its founding, he has served as its Chief Managing Officer. Under Mr. Harlan's management, Aeneas Internet Services has become a regional company serving two-thirds of the State of Tennessee. Aeneas Internet Services was the first ISP to serve rural communities throughout Western Tennessee. Aeneas Internet Services continues to serve rural communities throughout Tennessee and has fostered economic development through its efforts as well as contributed extensively to non-profits, religious, educational, and governmental organizations by offering grants and subsidized Internet services. In addition to its headquarters in Jackson, Aeneas Internet Services has supporting field offices in Paris, McKenzie, Camden, Martin, and Nashville. Aeneas was awarded the 1998 Jackson Area Chamber of Commerce Pinnacle Award, which is given to regional West Tennessee businesses that are locally owned, have been in business for less than five years, and have set themselves apart and positioned themselves as community and industry leaders.

Mr. Harlan has served as an Authorized Agent of BellSouth Telecommunications since 1997 provisioning and managing the full range of telephony services for customers. Mr. Harlan has received training from BellSouth in Access Circuit Provisioning, ISDN, Connectionless Data Service, Frame Relay Services and Interconnection Access Services taken under the auspices of Bell South's CLEC Customer Agent Certification Program.

Mr. Harlan holds a B.A. from the University of Tennessee and an M.A. from Miami of Ohio. He was named United States Jaycees Outstanding Young Man of the Year 1996. He currently is serving his second term as a Madison County Commissioner.

DONALD LEWIS

Donald Lewis is a principal of Aeneas Communications LLC and serves as its Chief Technical Officer.

Mr. Lewis began his career as a telecommunications technician in 1965 with the U.S. Air Force. While in the Air Force, Mr. Lewis attended technical schools in Teletype Maintenance and Stromberg-Carlson XY Central Office Switching systems and studied electronics and electro-mechanical theory. Mr. Lewis was a non-commissioned officer and a Central Office technician, maintaining both Stroger and XY Central Office Systems as well as crypto systems. He held a secret clearance while in the Air Force.

After receiving an honorable discharge in 1968, Mr. Lewis began work with the Florida Telephone Company in Ocala, Florida, where he was hired as the lead technician in a 30,000 line XY Central Office. He soon assumed the duties of Toll Switching supervisor as well as Central Office maintenance chief. Because of his broad background in Stromberg-Carlson systems, Mr. Lewis was recruited by Stromberg-Carlson Corporation in Rochester, New York, where he spent eight years in various duties ranging from installation, maintenance, field service engineer, test engineer and design engineer for the Stromberg-Carlson Telephone Switching Division. Mr. Lewis worked with Central Offices, PBX, Transmission Carrier Systems, and Automated Toll Accounting Systems. He also worked on the first project in the design and implementation of a Stromberg-Carlson Digital Central Office.

In 1977, Mr. Lewis left Stromberg-Carlson to join Anaconda Telecommunications in California. There, he served as product manager of the Anaconda Toll Processing System, the first stand-alone computer controlled switching system and integrated call accounting and billing system to be deployed to independent telephone companies. Through two years of product improvement and expansive use of digital computers, Mr. Lewis replaced switching matrices with digital packet switching technology, leading the field in applying digital technology to voice switching. In 1979, Anaconda Telecommunications was purchased by a joint venture of Atlantic Richfield (ARCO) and L.M. Ericsson, and Mr. Lewis was promoted to the ARCO corporate telecommunications department, where he automated switching and billing for both accounts payable and user billing for ARCO's 225 PBX's and 7 tandem switches, as well as a nation-wide microwave network.

From 1977 through 1985, Mr. Lewis remained with ARCO Corporate Telecommunications in various rolls before leaving to become a founding partner and President of the firm Cronan-Lewis, Inc. (CLI), a California corporation specializing in managing corporate networks. With CLI, he developed voice and data switching specifications, negotiated purchases of integrated voice and data systems, and supervised installation and turn-up of comprehensive voice and data solutions. Mr. Lewis also created Integrated Services Digital Network (ISDN) and Local Area Networking (LAN) seminars for major users and user groups and presented guest lectures to college and university classes, as well as national telecommunications and technology seminars and conferences.

Mr. Lewis left CLI Services Group in 1987 to join Digital Transmissions, Inc. of Lisle, Illinois, where he began as Director of Technical Marketing. After only a few months at DTI, he became Vice President of Marketing with responsibilities for total product development. Mr. Lewis successfully completed an ISDN Fiber-Optic based switching system definition, implemented multi-node PBX and Automatic Call Distribution projects, and helped engineer data projects using fiber optics, ISDN, DACS, and T1 Multiplexers. He also headed a team planning a Metropolitan Area Network for high-speed on-demand bandwidth. At DTI, Mr. Lewis managed a staff of supervisors, technicians and analysts while applying in-depth technical knowledge of voice/data systems and data centers. In addition, he developed material for use by technicians, staff and system users in performing their jobs.

In 1989, Mr. Lewis joined Tennessee State University as the Director of Information Technology with responsibility for leading five divisions, Data Networks, Voice Telecommunications, Administrative Computing, Academic Computing and Management Information Systems. While with TSU, Mr. Lewis designed a total campus network replacement system for the delivery of voice, data and video services, which used digital switches to connect via fiber optics networking forty buildings on multiple campuses.

Mr. Lewis joined Jackson State Community College (JSCC) in November 1990 as the Director of Information Systems with responsibility for Voice, Data and Computing Services. He also teaches in the Computer Information Systems division of JSCC. In addition, Mr. Lewis has led JSCC through a campus datafication project and has successfully completed projects where more than 1,000 workstation computers were connected together via Internet connectivity to central computing resources.

In 1995, Mr. Lewis became a founding partner in Aeneas Internet Services LLC. Mr. Lewis holds a B.S. and a J.D. degree from Western State University, Fullerton, California.

THOMAS BREWER JR.

Tom Brewer serves as Vice President of Operations for Aeneas Communications, LLC.

Since 1997, Mr. Brewer has been the owner of West Tennessee Telecommunications Plus, a communications consulting firm. His firm performs bill evaluations, consults on voice and data services, provides problem solving for all types of communications issues, implements services, and provides training.

From 1992 through 1997, Mr. Brewer was a service consultant for BellSouth Business Systems (Marketing). In this role, he was responsible for gathering data at customer locations on existing and needed uses and types of communications equipment and services for both voice and data services. After gathering the data, he worked with the account team to develop ways to incorporate most effectively new services and equipment into a customer's facility and guided orders for such services through BellSouth's internal processes to ensure provisioning and delivery by the due dates. Mr. Brewer also trained customer employees in the use of new equipment and/or services as necessary, verified billing changes after new installations, and handled completion of additions or modifications to existing equipment or services. In this role, he ordered and implemented all types of voice and data services, including analog and digital, ISDN BRI, PRI, frame relay, CDS and hardware equipment to handle these services. As a service consultant, Mr. Brewer supported six account teams, one in Jackson and five in Memphis with a customer base of over three hundred accounts.

From 1986 through 1992, Mr. Brewer served as a BellSouth Network Digital Central Office Electronic Technician. He worked on a team that handled the cutover of the fifty-seven central offices in West Tennessee from analog to digital switches and equipment, including equipment for alarm units and surveillance equipment and digital and fiber optic interoffice carrier systems. After completion of this project, Mr. Brewer was one of approximately twenty-five technicians in the district to maintain daily duties on equipment and services of the offices. The daily duties included maintenance and repair of all equipment, including battery strings, generators, power equipment, and digital switches, computers and fiber optic equipment. Other duties included running cross connection of wiring to complete installation orders and to trouble shoot all types of services and equipment. During the last two years in this position, Mr. Brewer was chairperson of the Quality Work Life team for network services in the district. This team developed several new procedures to streamline work, save costs and improve service. One new procedure saved \$70,000 in the first year and cut response time for replacement of equipment from seven to ten days down to two days. This prototype procedure was then used as a model for similar procedures in the BellSouth nine-state region.

From 1980 through 1986, Mr. Brewer worked in the South Central Bell pay telephone department. He was a member of a fourteen member crew responsible for installation, repair and collection of pay phones in the Memphis serving area. For one and a half years, he relieved the acting supervisor for the installation and maintenance of enclosures for pay phones in that area. Those responsibilities included ordering of new enclosures and equipment, installation of that equipment by contract workers and inspection of those installations or repairs. Mr. Brewer established new procedures to handle these activities. From 1973 through 1980, Mr. Brewer worked on South Central Bell network installation and maintenance crews in Memphis.

Exhibit 4

Small and Minority-Owned Telecommunications Business Plan

AENEAS COMMUNICATIONS, LLC

SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-212, as amended, Aeneas Communications, LLC (“Aeneas”) submits this small and minority-owned telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity as a Competing Telecommunications Service Provider in Tennessee.

I. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Aeneas is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Aeneas will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Aeneas will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Aeneas of such opportunities. Aeneas will contact the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Aeneas will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in Section 65-5-212:

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

II. ADMINISTRATION

Aeneas's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Aeneas's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mr. Jonathan V. Harlan
Aeneas Communications, LLC
301 South Church Street
Jackson, Tennessee 38301
Tel: (901) 425-9200
Fax: (918) 423-4440

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons within Aeneas and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors.
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

III. RECORDS AND COMPLIANCE REPORTS

Aeneas will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Aeneas will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Aeneas will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Aeneas will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

AENEAS COMMUNICATIONS, LLC

By: 

**Jonathan V. Harlan
Chief Managing Officer**

Dated: June 10, 1999

Exhibit 5
Year 2000 Readiness Disclosure

Year 2000 Readiness Disclosure

Aeneas Communications, LLC believes in good faith that all services to be offered by Aeneas Communications, LLC to our customers are Year 2000 compliant. Substantial Year 2000 testing will continue and at any time if Aeneas Communications, LLC discovers any Year 2000 non-compliance, our customers will be apprised of the discovery through official disclosure documentation.

Support for Year 2000:

All services to be offered by Aeneas Communications, LLC are data transmission based services and do not include computational services which may include dates or periods of time computations or ledger entries which would be affected by Year 2000 issues. Therefore, Aeneas Communications, LLC in good faith having made direct tests of all services to be rendered by our company believes that Year 2000 compliance has been attained and that no further changes will be required on our part to meet any Year 2000 requirements for our clients. Aeneas Communications, LLC believes that our plan of continued testing for Year 2000 issues will discover no unresolved Year 2000 issues.